

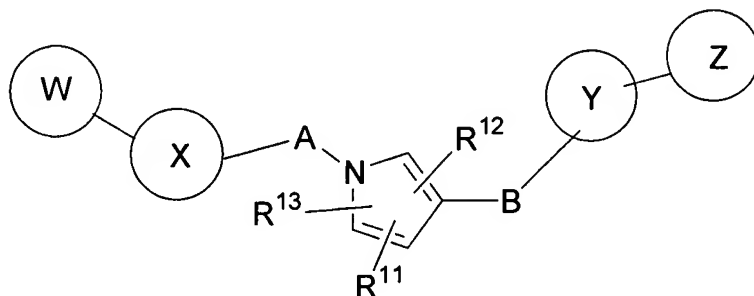
## AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions, and listings, of claims in the application.

### Listing of Claims:

Claims 1-18. (Canceled)

19. (New) A compound of the Formula (I):



(I)

wherein:

X is phenyl;

wherein X is unsubstituted or substituted with 1-7 independent halogen, -CN, NO<sub>2</sub>, -C<sub>1-6</sub>alkyl, -C<sub>1-6</sub>alkenyl, -C<sub>1-6</sub>alkynyl, -OR<sup>1</sup>, -NR<sup>1</sup>R<sup>2</sup>, -C(=NR<sup>1</sup>)NR<sup>2</sup>R<sup>3</sup>, -N(=NR<sup>1</sup>)NR<sup>2</sup>R<sup>3</sup>, -NR<sup>1</sup>COR<sup>2</sup>, -NR<sup>1</sup>CO<sub>2</sub>R<sup>2</sup>, -NR<sup>1</sup>SO<sub>2</sub>R<sup>4</sup>, -NR<sup>1</sup>CONR<sup>2</sup>R<sup>3</sup>, -SR<sup>4</sup>, -SOR<sup>4</sup>, -SO<sub>2</sub>R<sup>4</sup>, -SO<sub>2</sub>NR<sup>1</sup>R<sup>2</sup>, -COR<sup>1</sup>, -CO<sub>2</sub>R<sup>1</sup>, -CONR<sup>1</sup>R<sup>2</sup>, -C(=NR<sup>1</sup>)R<sup>2</sup>, or -C(=NOR<sup>1</sup>)R<sup>2</sup> substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to X; wherein the -C<sub>1-6</sub>alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each is further unsubstituted or substituted with 1-5 independent halogen, -CN, -C<sub>1-6</sub>alkyl, -O(C<sub>0-6</sub>alkyl), -O(C<sub>3-7</sub>cycloalkyl), -O(aryl), -N(C<sub>0-6</sub>alkyl)(C<sub>0-6</sub>alkyl), -N(C<sub>0-6</sub>alkyl)(C<sub>3-7</sub>cycloalkyl), or -N(C<sub>0-6</sub>alkyl)(aryl) substituents;

R<sup>1</sup>, R<sup>2</sup>, and R<sup>3</sup> each independently is -C<sub>0-6</sub>alkyl, -C<sub>3-7</sub>cycloalkyl, heteroaryl, or aryl; any of which is which is unsubstituted or substituted with 1-5 independent halogen, -CN, -C<sub>1-6</sub>alkyl, -O(C<sub>0-6</sub>alkyl), -O(C<sub>3-7</sub>cycloalkyl), -O(aryl), -N(C<sub>0-6</sub>alkyl)(C<sub>0-6</sub>alkyl), -N(C<sub>0-6</sub>alkyl)(C<sub>3-7</sub>cycloalkyl), -N(C<sub>0-6</sub>alkyl)(aryl) substituents;

R<sup>4</sup> is -C<sub>1-6</sub>alkyl, -C<sub>3-7</sub>cycloalkyl, heteroaryl, or aryl; which is unsubstituted or substituted with 1-5 independent halogen, -CN, -C<sub>1-6</sub>alkyl, -O(C<sub>0-6</sub>alkyl), -O(C<sub>3-7</sub>cycloalkyl), -O(aryl), -N(C<sub>0-6</sub>alkyl)(C<sub>0-6</sub>alkyl), -N(C<sub>0-6</sub>alkyl)(C<sub>3-7</sub>cycloalkyl), -N(C<sub>0-6</sub>alkyl)(aryl) substituents;

A is -C<sub>0-4</sub>alkyl;

W is -C<sub>0-6</sub>alkyl-pyridyl which is unsubstituted or substituted with 1-7 independent halogen, -CN, NO<sub>2</sub>, -C<sub>1-6</sub>alkyl, -C<sub>1-6</sub>alkenyl, -C<sub>1-6</sub>alkynyl, -OR<sup>1</sup>, -NR<sup>1</sup>R<sup>2</sup>, -C(=NR<sup>1</sup>)NR<sup>2</sup>R<sup>3</sup>, -N(=NR<sup>1</sup>)NR<sup>2</sup>R<sup>3</sup>, -NR<sup>1</sup>COR<sup>2</sup>, -NR<sup>1</sup>CO<sub>2</sub>R<sup>2</sup>, -NR<sup>1</sup>SO<sub>2</sub>R<sup>4</sup>, -NR<sup>1</sup>CONR<sup>2</sup>R<sup>3</sup>, -SR<sup>4</sup>, -SOR<sup>4</sup>, -SO<sub>2</sub>R<sup>4</sup>, -SO<sub>2</sub>NR<sup>1</sup>R<sup>2</sup>, -COR<sup>1</sup>, -CO<sub>2</sub>R<sup>1</sup>, -CONR<sup>1</sup>R<sup>2</sup>, -C(=NR<sup>1</sup>)R<sup>2</sup>, or -C(=NOR<sup>1</sup>)R<sup>2</sup> substituents;

Y is pyridyl, wherein the N of the pyridyl is adjacent to the position of attachment to B;

and wherein Y is which is unsubstituted or substituted with 1-7 independent halogen, -CN, NO<sub>2</sub>, -C<sub>1-6</sub>alkyl, -C<sub>1-6</sub>alkenyl, -C<sub>1-6</sub>alkynyl, -OR<sup>5</sup>, -NR<sup>5</sup>R<sup>6</sup>, -C(=NR<sup>5</sup>)NR<sup>6</sup>R<sup>7</sup>, -N(=NR<sup>5</sup>)NR<sup>6</sup>R<sup>7</sup>, -NR<sup>5</sup>COR<sup>6</sup>, -NR<sup>5</sup>CO<sub>2</sub>R<sup>6</sup>, -NR<sup>5</sup>SO<sub>2</sub>R<sup>8</sup>, -NR<sup>5</sup>CONR<sup>6</sup>R<sup>7</sup>, -SR<sup>8</sup>, -SOR<sup>8</sup>, -SO<sub>2</sub>R<sup>8</sup>, -SO<sub>2</sub>NR<sup>5</sup>R<sup>6</sup>, -COR<sup>5</sup>, -CO<sub>2</sub>R<sup>5</sup>, -CONR<sup>5</sup>R<sup>6</sup>, -C(=NR<sup>5</sup>)R<sup>6</sup>, or -C(=NOR<sup>5</sup>)R<sup>6</sup> substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to Y; wherein the -C<sub>1-6</sub>alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each is unsubstituted or further substituted with 1-5 independent halogen, -CN, -C<sub>1-6</sub>alkyl, -O(C<sub>0-6</sub>alkyl), -O(C<sub>3-7</sub>cycloalkyl), -O(aryl), -N(C<sub>0-6</sub>alkyl)(C<sub>0-6</sub>alkyl), -N(C<sub>0-6</sub>alkyl)(C<sub>3-7</sub>cycloalkyl), or -N(C<sub>0-6</sub>alkyl)(aryl) substituents;

R<sup>5</sup>, R<sup>6</sup>, and R<sup>7</sup> each independently is -C<sub>0-6</sub>alkyl, -C<sub>3-7</sub>cycloalkyl, heteroaryl, or aryl; any of which is which is unsubstituted or substituted with 1-5 independent halogen, -CN, -C<sub>1-6</sub>alkyl, -O(C<sub>0-6</sub>alkyl), -O(C<sub>3-7</sub>cycloalkyl), -O(aryl), -N(C<sub>0-6</sub>alkyl)(C<sub>0-6</sub>alkyl), -N(C<sub>0-6</sub>alkyl)(C<sub>3-7</sub>cycloalkyl), -N(C<sub>0-6</sub>alkyl)(aryl) substituents;

R<sup>8</sup> is -C<sub>1-6</sub>alkyl, -C<sub>3-7</sub>cycloalkyl, heteroaryl, or aryl; which is unsubstituted or substituted with 1-5 independent halogen, -CN, -C<sub>1-6</sub>alkyl, -O(C<sub>0-6</sub>alkyl), -O(C<sub>3-7</sub>cycloalkyl), -O(aryl), -N(C<sub>0-6</sub>alkyl)(C<sub>0-6</sub>alkyl), -N(C<sub>0-6</sub>alkyl)(C<sub>3-7</sub>cycloalkyl), -N(C<sub>0-6</sub>alkyl)(aryl) substituents;

B is -C<sub>0-4</sub>alkyl;

R<sup>9</sup> and R<sup>10</sup> each independently is -C<sub>0-6</sub>alkyl, -C<sub>3-7</sub>cycloalkyl, heteroaryl, or aryl; any of which is which is unsubstituted or substituted with 1-5 independent halogen, -CN, -C<sub>1-6</sub>alkyl, -O(C<sub>0-6</sub>alkyl), -O(C<sub>3-7</sub>cycloalkyl), -O(aryl), -N(C<sub>0-6</sub>alkyl)(C<sub>0-6</sub>alkyl), -N(C<sub>0-6</sub>alkyl)(C<sub>3-7</sub>cycloalkyl), -N(C<sub>0-6</sub>alkyl)(aryl) substituents;

$R^{11}$ ,  $R^{12}$  and  $R^{13}$  is each independently halogen,  $-C_{0-6}$ alkyl,  $-C_{0-6}$ alkoxyl,  $=O$ ,  $=N(C_{0-4}$ alkyl), or  $-N(C_{0-4}$ alkyl)( $C_{0-4}$ alkyl), wherein optionally two of  $R^{11}$ ,  $R^{12}$  and  $R^{13}$  are combined to form a cycloalkyl, heterocycloalkyl, aryl or heteroaryl ring fused to the pyrrole moiety; wherein the  $-C_{1-6}$ alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further substituted with 1-5 independent halogen,  $-CN$ ,  $-C_{1-6}$ alkyl,  $-O(C_{0-6}$ alkyl),  $-O(C_{3-7}$ cycloalkyl),  $-O(aryl)$ ,  $-O(heteroaryl)$ ,  $-N(C_{0-6}$ alkyl)( $C_{0-6}$ alkyl),  $-N(C_{0-6}$ alkyl)( $C_{3-7}$ cycloalkyl), or  $-N(C_{0-6}$ alkyl)(aryl) substituents;

Z is absent; and

any N may be an N-oxide;

or a pharmaceutically acceptable salt thereof.

20. (New) The compound of Claim 19 wherein:

Y is 2-pyridyl which is unsubstituted or substituted with 1-4 independent halogen,  $-CN$ ,  $-NO_2$ ,  $-C_{1-6}$ alkyl,  $-C_{1-6}$ alkenyl,  $-C_{1-6}$ alkynyl,  $-OR^5$ ,  $-NR^5R^6$ ,  $-C(=NR^5)NR^6R^7$ ,  $-N(=NR^5)NR^6R^7$ ,  $-NR^5COR^6$ ,  $-NR^5CO_2R^6$ ,  $-NR^5SO_2R^8$ ,  $-NR^5CONR^6R^7$ ,  $-SR^8$ ,  $-SOR^8$ ,  $-SO_2R^8$ ,  $-SO_2NR^5R^6$ ,  $-COR^5$ ,  $-CO_2R^5$ ,  $-CONR^5R^6$ ,  $-C(=NR^5)R^6$ , or  $-C(=NOR^5)R^6$  substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to Y; wherein the  $-C_{1-6}$ alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further substituted with 1-5 independent halogen,  $-CN$ ,  $-C_{1-6}$ alkyl,  $-O(C_{0-6}$ alkyl),  $-O(C_{3-7}$ cycloalkyl),  $-O(aryl)$ ,  $-N(C_{0-6}$ alkyl)( $C_{0-6}$ alkyl),  $-N(C_{0-6}$ alkyl)( $C_{3-7}$ cycloalkyl), or  $-N(C_{0-6}$ alkyl)(aryl) substituents.

21. (New) The compound of Claim 19 wherein:

X is phenyl which is unsubstituted or substituted with 1-5 independent halogen,  $-CN$ ,  $NO_2$ ,  $-C_{1-6}$ alkyl,  $-C_{1-6}$ alkenyl,  $-C_{1-6}$ alkynyl,  $-OR^1$ ,  $-NR^1R^2$ ,  $-C(=NR^1)NR^2R^3$ ,  $-N(=NR^1)NR^2R^3$ ,  $-NR^1COR^2$ ,  $-NR^1CO_2R^2$ ,  $-NR^1SO_2R^4$ ,  $-NR^1CONR^2R^3$ ,  $-SR^4$ ,  $-SOR^4$ ,  $-SO_2R^4$ ,  $-SO_2NR^1R^2$ ,  $-COR^1$ ,  $-CO_2R^1$ ,  $-CONR^1R^2$ ,  $-C(=NR^1)R^2$ , or  $-C(=NOR^1)R^2$  substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to X; wherein the  $-C_{1-6}$ alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further substituted with 1-5 independent halogen,  $-CN$ ,  $-C_{1-6}$ alkyl,  $-O(C_{0-6}$ alkyl),  $-O(C_{3-7}$ cycloalkyl),  $-O(aryl)$ ,  $-N(C_{0-6}$ alkyl)( $C_{0-6}$ alkyl),  $-N(C_{0-6}$ alkyl)( $C_{3-7}$ cycloalkyl), or  $-N(C_{0-6}$ alkyl)(aryl) substituents.

22. (New) The compound of Claim 21 wherein:

Y is 2-pyridyl which is unsubstituted or substituted with 1-4 independent halogen, -CN, NO<sub>2</sub>, -C<sub>1-6</sub>alkyl, -C<sub>1-6</sub>alkenyl, -C<sub>1-6</sub>alkynyl, -OR<sup>5</sup>, -NR<sup>5</sup>R<sup>6</sup>, -C(=NR<sup>5</sup>)NR<sup>6</sup>R<sup>7</sup>, -N(=NR<sup>5</sup>)NR<sup>6</sup>R<sup>7</sup>, -NR<sup>5</sup>COR<sup>6</sup>, -NR<sup>5</sup>CO<sub>2</sub>R<sup>6</sup>, -NR<sup>5</sup>SO<sub>2</sub>R<sup>8</sup>, -NR<sup>5</sup>CONR<sup>6</sup>R<sup>7</sup>, -SR<sup>8</sup>, -SOR<sup>8</sup>, -SO<sub>2</sub>R<sup>8</sup>, -SO<sub>2</sub>NR<sup>5</sup>R<sup>6</sup>, -COR<sup>5</sup>, -CO<sub>2</sub>R<sup>5</sup>, -CONR<sup>5</sup>R<sup>6</sup>, -C(=NR<sup>5</sup>)R<sup>6</sup>, or -C(=NOR<sup>5</sup>)R<sup>6</sup> substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to Y; wherein the -C<sub>1-6</sub>alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further substituted with 1-5 independent halogen, -CN, -C<sub>1-6</sub>alkyl, -O(C<sub>0-6</sub>alkyl), -O(C<sub>3-7</sub>cycloalkyl), -O(aryl), -N(C<sub>0-6</sub>alkyl)(C<sub>0-6</sub>alkyl), -N(C<sub>0-6</sub>alkyl)(C<sub>3-7</sub>cycloalkyl), or -N(C<sub>0-6</sub>alkyl)(aryl) substituents.

23. (New) The compound of Claim 19 wherein:

W is -C<sub>0-6</sub>alkyl-pyridyl which is unsubstituted or substituted with 1-7 independent halogen, -CN, NO<sub>2</sub>, -C<sub>1-6</sub>alkyl, -C<sub>1-6</sub>alkenyl, -C<sub>1-6</sub>alkynyl, -OR<sup>1</sup>, -NR<sup>1</sup>R<sup>2</sup>, -C(=NR<sup>1</sup>)NR<sup>2</sup>R<sup>3</sup>, -N(=NR<sup>1</sup>)NR<sup>2</sup>R<sup>3</sup>, -NR<sup>1</sup>COR<sup>2</sup>, -NR<sup>1</sup>CO<sub>2</sub>R<sup>2</sup>, -NR<sup>1</sup>SO<sub>2</sub>R<sup>4</sup>, -NR<sup>1</sup>CONR<sup>2</sup>R<sup>3</sup>, -SR<sup>4</sup>, -SOR<sup>4</sup>, -SO<sub>2</sub>R<sup>4</sup>, -SO<sub>2</sub>NR<sup>1</sup>R<sup>2</sup>, -COR<sup>1</sup>, -CO<sub>2</sub>R<sup>1</sup>, -CONR<sup>1</sup>R<sup>2</sup>, -C(=NR<sup>1</sup>)R<sup>2</sup>, or -C(=NOR<sup>1</sup>)R<sup>2</sup> substituents.

24. (New) A compound which is selected from the group consisting of:

2-[1-(3-methoxy-4-pyridin-2-ylphenyl)-1H-pyrrol-3-yl]pyridine;  
2-[1-(3-pyridin-3-ylphenyl)-1H-pyrrol-3-yl]pyridine;  
2-{2-methoxy-4-[3-(1,3-thiazol-2-yl)-1H-pyrrol-1-yl]phenyl}pyridine;  
3-{3-[3-(1,3-thiazol-2-yl)-1H-pyrrol-1-yl]phenyl}pyridine;  
2-pyridin-2-yl-5-(3-pyridin-2-yl-1H-pyrrol-1-yl)benzonitrile;  
3'-fluoro-5'-(3-pyridin-2-yl-1H-pyrrol-1-yl)-1,1'-biphenyl-2-carbonitrile;  
3-[3-fluoro-5-(3-pyridin-2-yl-1H-pyrrol-1-yl)phenyl]-4-methylpyridine;  
6-(3-pyridin-2-yl-1H-pyrrol-1-yl)-2,3'-bipyridine;  
or a pharmaceutically acceptable salt thereof.

25. (New) A pharmaceutical composition comprising the compound of Claim 19, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.